

**FILED**  
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## ARTICLES OF INCORPORATION

OF

### THE RONALD J. AND NAOMI M. HAMILTON FAMILY FOUNDATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation.

#### ARTICLE I. NAME

The name of the corporation is "THE RONALD J. AND NAOMI HAMILTON FAMILY FOUNDATION, INC." (the "Foundation").

#### ARTICLE II. NONPROFIT STATUS

The Foundation is a nonprofit corporation.

#### ARTICLE III. PERIOD OF DURATION

The period of duration of the Foundation is perpetual.

#### ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Foundation is in the City of Eagle, County of Ada, State of Idaho. The address of the initial registered office is 633 W. Ashbourne Drive, Eagle, Idaho 83616, and the name of the initial registered agent at this address is Naomi M. Hamilton.

#### ARTICLE V. PURPOSES

The purposes for which the Foundation is organized and will be operated are as follows:

A. To benefit charitable, religious, educational, literary, national or international amateur sports competition (but only to the extent it does not involve the provision of athletic facilities or equipment), prevention of cruelty to children or animals, and/or scientific endeavors by receiving contributions and paying the contributions and any earnings therefrom to organizations that are described in section 501(c)(3) of the Internal Revenue Code of 1986 (other than organizations organized or operated for the purpose of testing for public safety), provided such organizations are exempt from tax under section 501(a) of the Internal Revenue Code

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of 1986 and are described in section 170(c)(2) of the Internal Revenue Code of 1986.

B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing of value.

## **ARTICLE VI. LIMITATIONS**

No part of the net earnings or the assets of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. At no time shall the Foundation be controlled directly or indirectly by one or more disqualified persons (as defined in section 4946 of the Internal Revenue Code of 1986), other than Foundation managers (as defined in section 4946(b) of the Internal Revenue Code of 1986) and other than one or more publicly supported organizations. The Foundation must act, or is prohibited from acting, as the case may be, so that the Foundation and any Foundation managers or other disqualified persons with respect thereto, shall not be liable for any of the taxes imposed by sections 4941, 4942, 4943, 4944, and 4945 of the Internal Revenue Code of 1986. The Foundation must distribute its income for each taxable year at such time and in such manner as not to subject the Foundation to tax under section 4942. The Foundation is prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986. The Foundation is prohibited from retaining any excess business holdings as defined in section 4943(c) of the Internal Revenue Code. The Foundation is prohibited from making any investments in such a manner as to subject the Foundation to tax under section 4944 of the Internal Revenue Code of 1986. The Foundation is prohibited from making any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986.

## **ARTICLE VII. NO MEMBERS**

The Foundation shall have no members.

## ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Foundation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than seven (7) individuals. The actual number of Directors shall be fixed by the Bylaws of the Foundation. The initial Board of Directors is set forth below. Each Director shall serve for a term of three (3) years, except that the second listed Director on the initial Board of Directors, as set forth below, shall serve for an initial term of two (2) years, and the third listed Director on the initial Board of Directors as set forth below, shall serve for an initial term of one (1) year. Before or after the expiration of a Director's term, or in the event of the death, incapacity, resignation, or refusal to serve of any Director, the remaining Directors shall appoint, by majority vote, a successor Director.

A Director may succeed himself if appointed by the remaining Directors. If there are no Directors due to the expiration of terms, death, incapacity, refusal to serve, or resignation of the Directors, or for any other reason, then any person may petition any Judge of any District Court of the State of Idaho for appointment of a Board of Directors, and the Judge so petitioned shall appoint a Board of Directors. The decision of the Judge shall be binding upon all parties and shall not be subject to review or appeal.

The names and addresses of the persons constituting the initial Board of Directors are:

| <u>NAME</u>        | <u>ADDRESS</u>                               |
|--------------------|--|
| Naomi M. Hamilton  | 633 W. Ashbourne Drive<br>Eagle, Idaho 83616 |
| Karen L. McCarty   | P.O. Box 1445,<br>McCall, ID 83638           |
| Rhonda R. Hamilton | 757 Newberry Road<br>Nashville, TN 37205     |

## ARTICLE IX. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute all the assets of the Foundation consistent with the purposes of the Foundation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in

which the principal office of the Foundation is then located, exclusively for such purposes or to such organizations as such court shall determine to be consistent with the purposes of the Foundation.

#### **ARTICLE X. INCORPORATOR**

The name and street address of the incorporator is Naomi M. Hamilton, 633 W. Ashbourne Drive, Eagle, Idaho 83616.

#### **ARTICLE XI. BYLAWS**

Provisions for the regulation of the internal affairs of the Foundation shall be set forth in the Bylaws.

DATED this 16 day of December, 1999.

Naomi M. Hamilton  
NAOMI M. HAMILTON